

EXHIBIT A



PERSONAL & CONFIDENTIAL

February 1, 2018

M7D Corporation
6710 Virginia Manor Road
Beltsville, MD 20705

Attention: Mr. Clive Hill, Founder & Chairman

Dear Clive:

We are pleased to submit this letter (this "Agreement") which sets forth the terms and conditions whereunder M7D Corporation (the "Company") shall retain TM Capital Corp. ("TM Capital") as its exclusive financial advisor in connection with the proposed sale or recapitalization of the Company during the term of this Agreement. In its capacity as financial advisor, TM Capital will provide such services as the Company may request, which may include, among others, assistance in (i) preparing descriptive materials; (ii) identifying and contacting prospective acquirers; and (iii) structuring, negotiating and closing a proposed transaction.

Fee Structure



NEW YORK | BOSTON | ATLANTA

THE PROMENADE
1230 PEACHTREE STREET NE
SUITE 550
ATLANTA, GA 30309



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Fee Structure

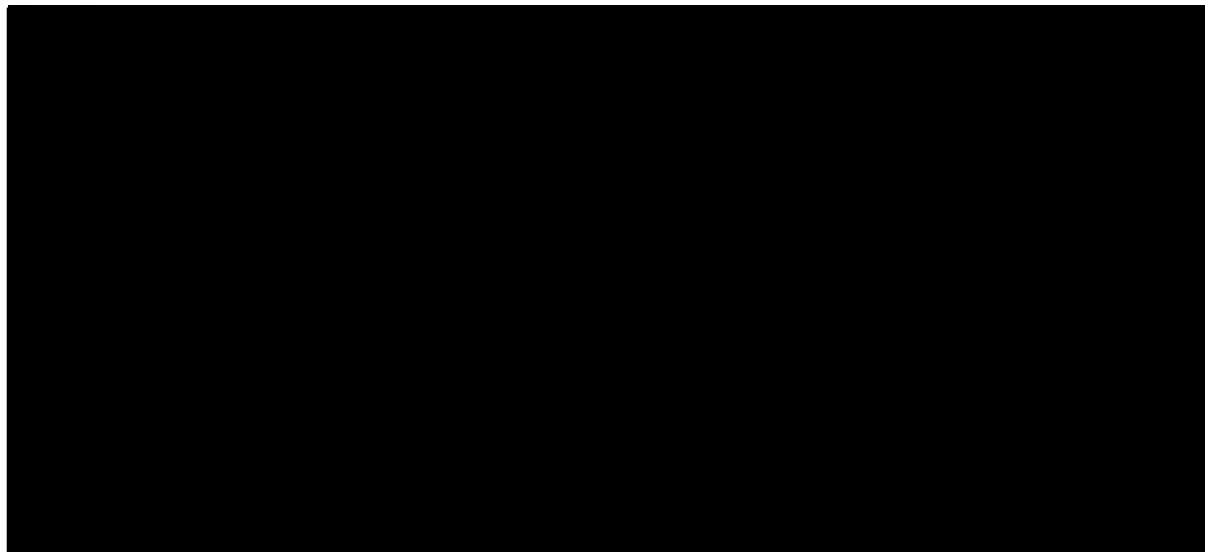
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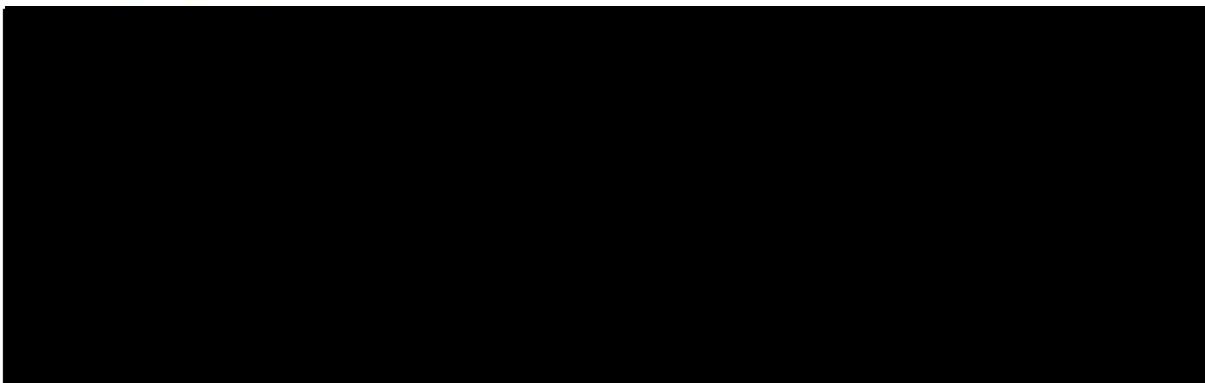
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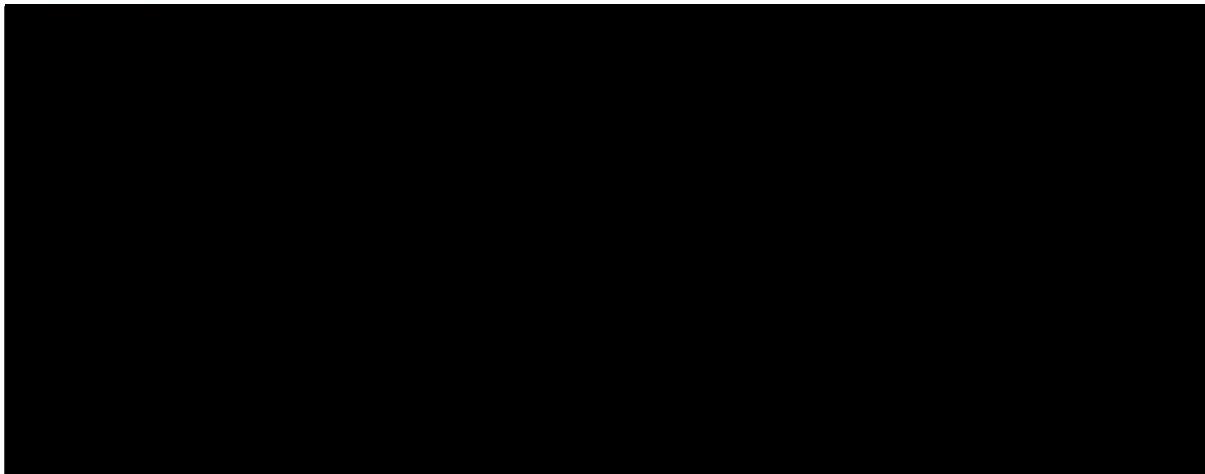
M7D Corporation
February 1, 2018
TM Capital Corp.



Communications; Termination



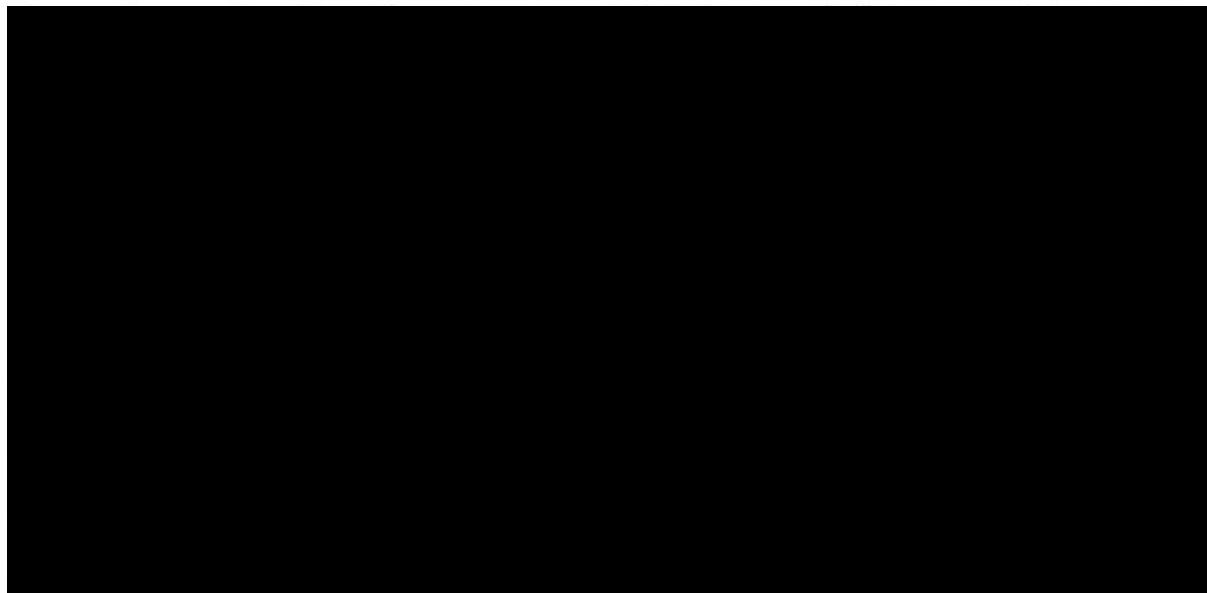
Indemnification



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TM Capital Corp.



Confidentiality

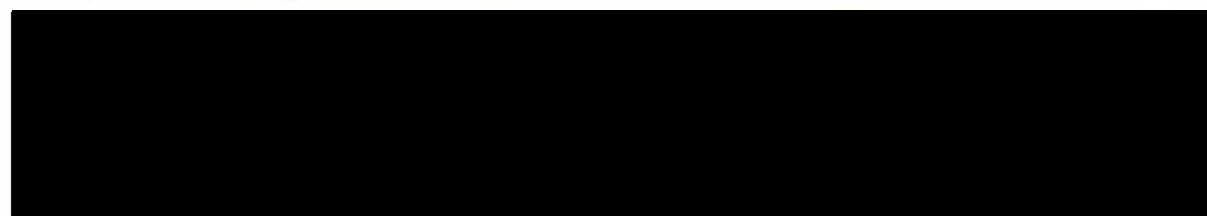
All information relating to the business of Company, including, without limitation, information regarding the finances, patients, procedures, processes and know-how of the Company, its officers, directors and agents, along with billings, invoices, price or fee lists or other information, materials or data furnished to the TM Capital in connection with TM Capital's engagement hereunder are and shall remain the sole and confidential property of Company ("Confidential Material").

TM Capital will not use any Confidential Material except in connection with the services it provides hereunder, and agrees to keep all Confidential Material strictly confidential (except where disclosure is made to potential counterparties pursuant to a form of non-disclosure agreement acceptable to Company) and will ensure that its employees fulfill the foregoing obligations.

Except as agreed to in writing by the Company, TM Capital shall keep confidential its engagement by the Company, any discussions regarding a proposed Transaction or the status or terms thereof, and all other information disclosed in any manner about the Company by it or its representatives to TM Capital or its representatives.

Miscellaneous

This Agreement may not be amended or modified except by a writing executed by each of the parties and this Agreement, including all controversies arising from or relating to performance under this Agreement, shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to its conflicts of law principles. The provisions of this Agreement shall be binding on the Company and the TM Capital, and their respective successor and assigns.



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February 1, 2018
TM Capital Corp.



Signature Page Follows

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SUITE 550
ATLANTA, GA 30309

M7D Corporation
February 1, 2018
TM Capital Corp.

Sincerely yours,

TM CAPITAL CORP.


By: James S. Grien
Managing Director

Confirmed:

M7D Corporation

Signature: 

Printed Name: Clive Hill

Title: President

Date: 2/2/18

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REDACTED FOR PUBLIC FILING

HIGHLY CONFIDENTIAL

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